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**UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK**

_____	)	
In re:	)	Chapter 11
	)	
DELPHI CORPORATION, <i>et al.</i> ,	)	Case No. 05-44481 [RDD]
	)	(Jointly Administered)
Debtors.	)	
_____	)	
	)	
DELPHI CORPORATION, <i>et al.</i> ,	)	Adv. Proc. No. 07-02350 [RDD]
	)	
Plaintiffs,	)	
	)	
-v-	)	
	)	
F.A. TECH CORPORATION,	)	
	)	
Defendant.	)	
_____	)	

**F.A. TECH CORPORATION’S (I) REPLY TO REORGANIZED DEBTORS’  
OMNIBUS RESPONSE TO MOTIONS SEEKING, AMONG OTHER FORMS OF  
RELIEF, ORDERS TO VACATE CERTAIN PROCEDURAL ORDERS PREVIOUSLY  
ENTERED BY THIS COURT AND TO DISMISS THE AVOIDANCE ACTIONS  
AGAINST THE MOVING DEFENDANTS, AND (II) JOINDER OF REPLIES IN  
SUPPORT OF MOTIONS (A) TO VACATE PRIOR ORDERS ESTABLISHING  
PROCEDURES FOR CERTAIN ADVERSARY PROCEEDINGS, INCLUDING THOSE  
COMMENCED BY THE DEBTORS UNDER 11 U.S.C. §§ 541, 544, 545, 547, 548, OR 549,  
AND EXTENDING THE TIME TO SERVE PROCESS FOR SUCH ADVERSARY  
PROCEEDINGS, (B) DISMISSING THE ADVERSARY PROCEEDING WITH  
PREJUDICE, OR (C) IN THE ALTERNATIVE, DISMISSING THE ADVERSARY  
PROCEEDING ON THE GROUND OF JUDICIAL ESTOPPEL**

F.A. Tech Corporation (“F.A. Tech”), by and through its undersigned counsel, hereby  
files this Reply to the Reorganized Debtors’ Omnibus Response to Motions Seeking, Among

Other Forms Of Relief, Orders to Vacate Certain Procedural Orders Previously Entered by This Court and to Dismiss the Avoidance Actions Against the Moving Defendants [Doc. No. 20225] (the “Response”). In reply to the Response and in support of the Motions to Dismiss<sup>1</sup>, F.A. Tech respectfully states as follows:

Pursuant to the Reorganized Debtors’ confirmed Plan of Reorganization, the Debtors abandoned all of their claims under 11 U.S.C. §§ 544, 545, 547, 548 or 553 not specifically listed as part of Exhibit 7.24 of the confirmed Plan of Reorganization. The adversary proceeding against F.A. Tech was not specifically listed on Exhibit 7.24 of the confirmed Plan of Reorganization. As such, the Debtors abandoned all claims against F.A. Tech which the Debtors now seek to prosecute in the adversary proceeding. Such claims are barred according to the principles of abandonment, *res judicata*, and judicial estoppel. The subsequent modification of the Plan of Reorganization did not revoke the prior abandonment of those claims. As such, the adversary proceeding must be dismissed.

F.A. Tech hereby joins and incorporates the arguments of Johnson Controls, Johnson Controls Battery Group, Johnson Controls GmbH & Co. KG, and Johnson Controls, Inc. (collectively, “JCI”) contained in their Reply and Joinder in Further Support of Motion to: (A) Vacate Certain Prior Orders of the Court; (B) Dismiss the Complaint with Prejudice; or (C) in the Alternative, to Dismiss the Claims Against Certain Defendants Named in the Complaint and to Require Plaintiffs to File a More Definite Statement [Doc. No. 20298]. Like the claims against JCI, the Debtors abandoned all claims against F.A. Tech and such abandonment was completely effective and irrevocable upon the entry of the Order of Confirmation.

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<sup>1</sup> On May 14, 2010, F.A. Tech joined certain motions to dismiss the adversary proceedings filed by the Debtors [Doc. No. 20101] and incorporated the arguments set forth therein. The motions joined by F.A. Tech and any other motions filed by similar adversary proceeding defendants are cumulatively referred to herein as the “Motions to Dismiss.”

F.A. Tech further joins and incorporates all applicable arguments raised by all other adversary proceeding defendants in their Motions to Dismiss the adversary complaints applicable to them and joins in any and all memoranda in further support of the Motions.

For the reasons set forth in the Motions to Dismiss and in the memoranda submitted by other adversary proceeding defendants, F.A. Tech respectfully requests that this Court enter an Order (A) vacating certain prior orders of the Court; (B) dismissing the Complaint in its entirety with prejudice on the grounds that it is barred by (1) the two-year statute of limitations imposed by 11 U.S.C. § 546(a); (2) Fed. R. Civ. P. 12(b)(6) and Fed. R. Bankr. P. 7012(b)(6) for failure to state a claim; and/or (3) the doctrines of *res judicata* and judicial estoppel; and (C) granting such other and further relief as this Court deems proper and just.

Respectfully submitted,

/s/ Jason V. Stitt

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**CERTIFICATE OF SERVICE**

I hereby certify that on July 2, 2010, a true and correct copy of the foregoing F.A. TECH CORPORATION'S (I) REPLY TO REORGANIZED DEBTORS' OMNIBUS RESPONSE TO MOTIONS SEEKING, AMONG OTHER FORMS OF RELIEF, ORDERS TO VACATE CERTAIN PROCEDURAL ORDERS PREVIOUSLY ENTERED BY THIS COURT AND TO DISMISS THE AVOIDANCE ACTIONS AGAINST THE MOVING DEFENDANTS, AND (II) JOINDER OF REPLIES IN SUPPORT OF MOTIONS (A) TO VACATE PRIOR ORDERS ESTABLISHING PROCEDURES FOR CERTAIN ADVERSARY PROCEEDINGS, INCLUDING THOSE COMMENCED BY THE DEBTORS UNDER 11 U.S.C. §§ 541, 544, 545, 547, 548, OR 549, AND EXTENDING THE TIME TO SERVE PROCESS FOR SUCH ADVERSARY PROCEEDINGS, (B) DISMISSING THE ADVERSARY PROCEEDING WITH PREJUDICE, OR (C) IN THE ALTERNATIVE, DISMISSING THE ADVERSARY PROCEEDING ON THE GROUND OF JUDICIAL ESTOPPEL through the Court's ECF System on all parties requesting electronic service, and by U.S. mail to the following persons at the following addresses:

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